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Electronic Voting Instructions

You can vote by Internet or telephone!
Available 24 hours a day, 7 days a week!

Instead of mailing your proxy, you may choose one of the two voting methods outlined below to vote your proxy.

VALIDATION DETAILS ARE LOCATED BELOW IN THE TITLE BAR.

Proxies submitted by the Internet or telephone must be received by 5:00 p.m. Central Time, on August 13, 2019.



Vote by Internet

- Log on to the Internet and go to www.investorlink.com/CT11
- Follow the steps outlined on the secured webpage.



Vote by telephone

- Call toll free 1-800-952-9010. Press 1 on the auto-attendant & a CenturyLink representative will assist with the telephone. There is **NO CHARGE** to you for the call.
- Follow the instructions provided by the recorded messages.

Using a **black ink** pen, mark your votes with an 'X' as shown in this example. Please do not write outside the designated areas.



Special Meeting Voting Instruction Card

1234 5678 9012 345

▼ IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

A Proposals — The Board of Directors of the Company recommends that you vote FOR Items 1 and 2 listed below.

Upon timely receipt of these instructions, properly executed, the Underwriter's duties will be done in the manner directed. If these instructions are properly executed but no specific directions are given with respect to any of the Underwriter's Allocable Shares or the Underwriter's Proportional Shares, these votes will be cast in accordance with the Board's recommendations.

1. A proposal to approve the issuance of shares of CenturyLink common stock in connection with the merger contemplated by the Agreement and Plan of Merger, dated as of April 25, 2019, by and among Qwest Communications International Inc., the Company, and SBC Acquisition Company, at such agreement may be amended from time to time.

A. Underwriter's
Proportional Shares

For Against Abstain
☐ ☐ ☐

B. Underwriter's
Proportional Shares

For Against Abstain
☐ ☐ ☐

2. A proposal to approve the adjournment of the Meeting, if necessary, to solicit additional proxies if there are not sufficient votes for the proposal to issue CenturyLink common stock in connection with the merger.

A. Underwriter's
Proportional Shares

For Against Abstain
☐ ☐ ☐

B. Underwriter's
Proportional Shares

For Against Abstain
☐ ☐ ☐

3. The Trustees are hereby directed to authorize the Company's proxies to vote in their discretion upon such other business as may properly come before the Meeting.

B Non-Voting Items

Change of Address: (If change from this address, please)

C Authorized Signatures — This section must be completed for your vote to be counted. — Date and Sign Below

Please sign exactly as you would appear on the proxy. When signing as a shareholder, administrator, attorney, trustee or proxy, please provide the following:

Date (month/day/year) _____

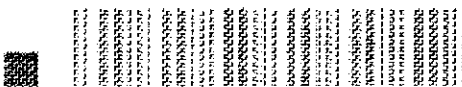
Signature 1 — (Please sign your name as it appears on the proxy)

Signature 2 — (Please sign your name as it appears on the proxy)

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by Internet or telephone! ADD 4 Available 24 hours a day, 7 days a week! ADD 5 Instead of mailing your proxy,
you may choose one of the two voting ADD 6 methods outlined below to vote your proxy. MMMMMMMMM
VALIDATION DETAILS ARE LOCATED BELOW IN THE TITLE BAR. Proxies submitted by the Internet or
telephone must be received by 1:00 a.m., Central Time, on August 19, 2010. Vote by Internet • Log on to the
Internet and go to www.investorvote.com/CTL2 • Follow the steps outlined on the secured website. Vote by
telephone • Call toll free 1-800-652-VOTE (8683) within the USA, US territories & Canada any time on a touch
tone telephone. There is NO CHARGE to you for the call. Using a black ink pen, mark your votes with an X as
shown in X • Follow the instructions provided by the recorded message. this example. Please do not write outside
the designated areas. Special Meeting Voting Instruction Card 1234 5678 9012 345 3 IF YOU HAVE NOT VOTED
VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE
BOTTOM PORTION IN THE ENCLOSED ENVELOPE. 3 A Proposals — The Board of Directors of the
Company recommends that you vote FOR Items 1 and 2 listed below. Upon timely receipt of these instructions,
properly executed, the Undersigned's Votes will be cast in the manner directed. If these instructions are properly
executed but no specific directions are given with respect to any of the Undersigned's Allocable Votes or the
Undersigned's Proportionate Votes, these votes will be cast in accordance with the + Board's recommendations. 1.
A proposal to approve the issuance of shares of CenturyLink common stock in connection with the merger
contemplated by the Agreement and Plan of Merger, dated as of April 21, 2010, by and among Qwest
Communications International Inc., the Company, and SB44 Acquisition Company, as such agreement may be
amended from time to time. For Against Abstain For Against Abstain A. Undersigned's B. Undersigned's Allocable
Votes: Proportionate Votes: 2. A proposal to approve the adjournment of the Meeting, if necessary, to solicit
additional proxies if there are not sufficient votes for the proposal to issue CenturyLink common stock in connection
with the merger. For Against Abstain For Against Abstain A. Undersigned's B. Undersigned's Allocable Votes:
Proportionate Votes: 3. The Trustees are hereby directed to authorize the Company's proxies to vote in their
discretion upon such other business as may properly come before the Meeting. B Non-Voting Items Change of
Address — Please print new address below. C Authorized Signatures — This section must be completed for your
vote to be counted. — Date and Sign Below Please sign exactly as name appears herein. When signing as executor,
administrator, attorney, trustee or guardian, please give full title as such. Date (mm/dd/yyyy) — Please print date
below. Signature 1 — Please keep signature within the box. Signature 2 — Please keep signature within the box. C
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▼ IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE ▼



CenturyLink™

VOTING INSTRUCTIONS — CENTURYLINK DOLLARS & SENSE 401(k) PLAN AND TRUST

The undersigned, acting as a "named beneficiary" of the above-referenced plan of CenturyLink, Inc., as amended (the "Plan") hereby instructs The Trust Company of Sterne Agee, Inc. and T. Rowe Price Trust Company (the "Trustees"), as directed trustees with respect to shares of the common stock of CenturyLink, Inc. ("Shares") held by the Trustees in separate accounts in accordance with the Plan, to vote at the special meeting of shareholders of CenturyLink, Inc. (the "Company") to be held on August 24, 2010, and any and all adjournments thereof (the "Meeting") in the manner designated herein (i) all Shares held by The Trust Company of Sterne Agee, Inc. and credited to the ESOP, Stock Bonus or PAY/SOP accounts of the undersigned as of July 13, 2010, or held by T. Rowe Price Trust Company and credited to the 401(k) accounts of the undersigned as of July 13, 2010, in accordance with the provisions of the Plan and the related trusts referred to herein (the "Undersigned's Allocable Votes") which are listed to the right of the address of the undersigned printed on the other side of this card, and (ii) the number of votes allocable to the undersigned (determined in the manner specified in the Plan or the related trusts) that are attributable to all Shares held by the Trustees as of July 13, 2010, as to which properly executed voting instructions are not timely received prior to the voting deadline specified herein (referred to individually as the "Undersigned's Proportionate Votes" and collectively with the Undersigned's Allocable Votes as the "Undersigned's Votes").

Please mark, sign, date and return these instructions promptly using the enclosed envelope.

FOR YOUR VOTES TO BE COUNTED, THE TRUSTEES MUST RECEIVE THIS CARD, PROPERLY COMPLETED, BY THE CLOSE OF BUSINESS ON AUGUST 19, 2010, OR MUST RECEIVE YOUR VOTING INSTRUCTIONS BY TELEPHONE OR THE INTERNET BY THE TIME SPECIFIED ON THE OTHER SIDE OF THIS CARD.

3 IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. 3
VOTING INSTRUCTIONS — CENTURYLINK DOLLARS & SENSE 401(k) PLAN AND TRUST The undersigned, acting as a "named fiduciary" of the above-referenced plan of CenturyLink, Inc., as amended (the "Plan"), hereby instructs The Trust Company of Sterne Agee, Inc. and T. Rowe Price Trust Company (the "Trustees"), as directed trustees with respect to shares of the common stock of CenturyLink, Inc. ("Shares") held by the Trustees in separate accounts in accordance with the Plan, to vote at the special meeting of shareholders of CenturyLink, Inc. (the "Company") to be held on August 24, 2010, and any and all adjournments thereof (the "Meeting"), in the manner designated herein (i) all Shares held by The Trust Company of Sterne Agee, Inc. and credited to the ESOP, Stock Bonus or PAYSOP accounts of the undersigned as of July 13, 2010, or held by T. Rowe Price Trust Company and credited to the 401(k) accounts of the undersigned as of July 13, 2010, in accordance with the provisions of the Plan and the related trusts referred to therein (the "Undersigned's Allocable Votes") which are listed to the right of the address of the undersigned printed on the other side of this card, and (ii) the number of votes allocable to the undersigned (determined in the manner specified in the Plan or the related trusts) that are attributable to all Shares held by the Trustees as of July 13, 2010, as to which properly executed voting instructions are not timely received prior to the voting deadline specified herein (referred to individually as the "Undersigned's Proportionate Votes" and collectively with the Undersigned's Allocable Votes as the "Undersigned's Votes"). Please mark, sign, date and return these instructions promptly using the enclosed envelope. FOR YOUR VOTES TO BE COUNTED, THE TRUSTEES MUST RECEIVE THIS CARD, PROPERLY COMPLETED, BY THE CLOSE OF BUSINESS ON AUGUST 19, 2010, OR MUST RECEIVE YOUR VOTING INSTRUCTIONS BY TELEPHONE OR THE INTERNET BY THE TIME SPECIFIED ON THE OTHER SIDE OF THIS CARD.



MPA SAMPLE
 NOTIFICATION (IF ANY)
 AOB 1
 AOB 2
 AOB 3
 AOB 4
 AOB 5
 AOB 6



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0100-0079

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Electronic Voting Instructions

You can vote by Internet or telephone!
 Available 24 hours a day, 7 days a week!

Instead of mailing your proxy, you may choose one of the two voting methods outlined below to vote your proxy.

VALIDATION DETAILS ARE LOCATED BELOW IN THE STYLE BAR.

Proxies submitted by the Internet or telephone must be received by 1:00 p.m., Central Time, on August 29, 2010.



Vote by Internet

- Log on to the Internet and go to www.investorvote.com/CTL3
- Follow the steps outlined on the secured website



Vote by telephone

- Call toll free 1-800-862-7016 (press the USA US numbers & Canada, try toll or a local toll telephone). There is **NO CHARGE** to you for the call.
- Follow the instructions provided by the recorded message.

Using a black ink pen, mark your votes with an X as shown on this example. Please do not write outside the designated area.



Special Meeting Voting Instruction Card

1234 5678 9012 345

IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.



A Proposals -- The Board of Directors of the Company recommends that you vote FOR Items 1 and 2 listed below.

Unless noted, subject of these resolutions, properly executed, has undesignated shares not be voted in the manner directed. If these resolutions are properly executed for no specific direction is given with respect to the undesignated shares, these shares will be voted in accordance with the Board's recommendations.

- | | For | Against | Abstain | | For | Against | Abstain |
|---|--------------------------|--------------------------|--------------------------|---|--------------------------|--------------------------|--------------------------|
| 1. A proposal to approve the adoption of shares of CenturyLink, Inc. common stock in connection with the merger contemplated by the Agreement and Plan of Merger dated as of April 21, 2010, by and among Qwest Communications International Inc., the Company, and 3544 Amphus Corporation, second agreement may be amended from time to time. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 2. A proposal to approve the adjournment of the Meeting, if necessary, to make additional business if there are not sufficient votes for the proposals to amend CenturyLink common stock in connection with the merger. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. The Trustee is hereby directed to authorize the Company's proxies to vote in their discretion upon such call or further meeting, if any, as may be held before the Meeting. | | | | | | | |

B Non-Voting Items

Change of Address -- Please print your address below.

C Authorized Signatures -- This section must be completed for your vote to be counted. -- Date and Sign Below

Please sign clearly in black ink on this card. When signing, do not use a stamp, ink, or a signature that is not your own.

Date (print day, month, year) -- Please print date below.

Signature 1 -- Please sign signature within the box.

Signature 2 -- Please keep signature within the box.



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QWEST COMMUNICATIONS INTERNATIONAL INC.
 10000 W. CENTRAL EXP. DR. SUITE 1000
 DENVER, CO 80202-4000
 TEL: 303.733.4000 FAX: 303.733.4000
 WWW.QWEST.COM



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000000000.000000 ext 000000000.000000 ext 000000000.000000 ext MR A SAMPLE DESIGNATION (IF ANY)
000000000.000000 ext 000000000.000000 ext ADD 1 Electronic Voting Instructions ADD 2 ADD 3 You can vote
by Internet or telephone! ADD 4 Available 24 hours a day, 7 days a week! ADD 5 Instead of mailing your proxy,
you may choose one of the two voting ADD 6 methods outlined below to vote your proxy. MMMMMMMMM
VALIDATION DETAILS ARE LOCATED BELOW IN THE TITLE BAR. Proxies submitted by the Internet or
telephone must be received by 1:00 a.m., Central Time, on August 19, 2010. Vote by Internet • Log on to the
Internet and go to www.investorvote.com/CTL3 • Follow the steps outlined on the secured website. Vote by
telephone • Call toll free 1-800-652-VOTE (8683) within the USA, US territories & Canada any time on a touch
tone telephone. There is NO CHARGE to you for the call. Using a black ink pen, mark your votes with an X as
shown in X • Follow the instructions provided by the recorded message. this example. Please do not write outside
the designated areas. Special Meeting Voting Instruction Card 1234 5678 9012 345 3 IF YOU HAVE NOT VOTED
VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE
BOTTOM PORTION IN THE ENCLOSED ENVELOPE. 3 + A Proposals — The Board of Directors of the
Company recommends that you vote FOR Items 1 and 2 listed below. Upon timely receipt of these instructions,
properly executed, the undersigned's shares will be voted in the manner directed. If these instructions are properly
executed but no specific directions are given with respect to the undersigned's shares, these shares will be voted in
accordance with the Board's recommendations. For Against Abstain For Against Abstain 1. A proposal to approve
the issuance of shares of CenturyLink 2. A proposal to approve the adjournment of the Meeting, if common stock in
connection with the merger contemplated by necessary, to solicit additional proxies if there are not the Agreement
and Plan of Merger, dated as of April 21, 2010, sufficient votes for the proposal to issue CenturyLink by and among
Qwest Communications International Inc., the common stock in connection with the merger, Company, and SB44
Acquisition Company, as such agreement may be amended from time to time. 3. The Trustee is hereby directed to
authorize the Company's proxies to vote in their discretion upon such other business as may properly come before
the Meeting. B Non-Voting Items Change of Address — Please print new address below. C Authorized Signatures
— This section must be completed for your vote to be counted. — Date and Sign Below Please sign exactly as name
appears herein. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such.
Date (mm/dd/yyyy) — Please print date below. Signature 1 — Please keep signature within the box. Signature 2 —
Please keep signature within the box. C 1234567890 J N T MR A SAMPLE (THIS AREA IS SET UP TO
ACCOMMODATE 140 CHARACTERS) MR A SAMPLE AND MR A SAMPLE AND MR A SAMPLE AND MR A SAMPLE AND
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▼ IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼



CenturyLink™

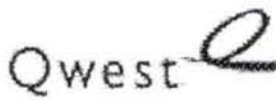
VOTING INSTRUCTIONS — EMBARG RETIREMENT SAVINGS PLAN / CENTEL RETIREMENT SAVINGS PLAN FOR BARGAINING UNIT EMPLOYEES

The undersigned, acting as a participant in either or both of the above-referenced retirement plans (collectively, the "Plans"), hereby instructs Fidelity Management Trust Company (the "Trustee"), as directed trustee of the Plans, to vote at the special meeting of shareholders of CenturyLink, Inc. (the "Company") to be held on August 24, 2010, and any and all adjournments thereof (the "Meeting"), in the manner designated herein, the number of shares of the Company's common stock credited to the account of the undersigned maintained under either or both of the Plans. If no instructions are timely given, the Trustee will vote, with respect to each Plan, unvoted shares in the same proportion as voted shares regarding each of the matters set forth on the reverse side hereof.

Please mark, sign, date and return these instructions promptly using the enclosed envelope.

FOR YOUR VOTES TO BE COUNTED, THE TRUSTEE MUST RECEIVE THIS CARD, PROPERLY COMPLETED, BY THE CLOSE OF BUSINESS ON AUGUST 19, 2010, OR MUST RECEIVE YOUR VOTING INSTRUCTIONS BY TELEPHONE OR THE INTERNET BY THE TIME SPECIFIED ON THE OTHER SIDE OF THIS CARD.

. 3 IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. 3
VOTING INSTRUCTIONS — EMBARQ RETIREMENT SAVINGS PLAN / CENTEL RETIREMENT SAVINGS PLAN FOR BARGAINING UNIT EMPLOYEES The undersigned, acting as a participant in either or both of the above-referenced retirement plans (collectively, the "Plans"), hereby instructs Fidelity Management Trust Company (the "Trustee"), as directed trustee of the Plans, to vote at the special meeting of shareholders of CenturyLink, Inc. (the "Company") to be held on August 24, 2010, and any and all adjournments thereof (the "Meeting"), in the manner designated herein, the number of shares of the Company's common stock credited to the account of the undersigned maintained under either or both of the Plans. If no instructions are timely given, the Trustee will vote, with respect to each Plan, unvoted shares in the same proportion as voted shares regarding each of the matters set forth on the reverse side hereof. Please mark, sign, date and return these instructions promptly using the enclosed envelope. FOR YOUR VOTES TO BE COUNTED, THE TRUSTEE MUST RECEIVE THIS CARD, PROPERLY COMPLETED, BY THE CLOSE OF BUSINESS ON AUGUST 19, 2010, OR MUST RECEIVE YOUR VOTING INSTRUCTIONS BY TELEPHONE OR THE INTERNET BY THE TIME SPECIFIED ON THE OTHER SIDE OF THIS CARD.



QWEST COMMUNICATIONS INTERNATIONAL INC.
1801 CALIFORNIA STREET, 51ST FLOOR
DENVER, CO 80202

VOTE BY INTERNET - www.proxyvoting.com

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time on August 23, 2010 for shares held by registered holders and CFP participants, or 11:59 p.m. Eastern Time on August 24, 2010 for shares held in Qwest 401(k) plan. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions about how to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903

Use any touch tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time on August 23, 2010 for shares held by registered holders and CFP participants, or 11:59 p.m. Eastern Time on August 24, 2010 for shares held in Qwest 401(k) plan. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Make, sign and date your proxy card and return it in the postage-paid envelope that is provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

DO NOT WRITE, MARK, RECKE, REPLY OR WRITE ON THIS CARD OR PROXY CARD

NIHARI-SHAW

KEEP THIS PORTION FOR YOUR RECORDS
 DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

QWEST COMMUNICATIONS INTERNATIONAL INC.

The Board of Directors recommends you vote FOR proposals 1 and 2

For Against Abstain

- | | | | |
|---|--------------------------|--------------------------|--------------------------|
| 1. To adopt the Agreement and Plan of Merger, dated as of April 21, 2010, among Centurylink, Inc., 5644 Acquisition Company (a wholly owned subsidiary of Centurylink) and Qwest Communications International Inc., provided that 5644 Acquisition Company will be merged with and into Qwest and each outstanding share of common stock of Qwest will be converted into the right to receive 2,166 shares of common stock of Centurylink, with cash paid in lieu of fractional shares. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To vote upon or adjournment of the Qwest special meeting, if necessary, to action additional proxies if there are not sufficient votes to adopt the merger agreement. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

Yes No

Please indicate if you plan to attend the meeting ☐ ☐

Please sign exactly as your name appears hereon. When signing as attorney-in-fact, administrator or other fiduciary, please give full title as such. If not signed, the document is not valid. If not signed, it is considered a consent. If signed, please sign in full: agent or attorney-in-fact, by authorized officer.

 Signature (Printed Name) Date

 Signature (Printed Name) Date

QWEST-FCC-P000300

VOTE BY INTERNET — www.proxyvote.com Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time on August 23, 2010 for shares held by registered holders and ESPP participants; or 11:59 p.m. Eastern Time on August 21, 2010 for shares held in Qwest 401(k) plan. Have your proxy card in hand when you access the web site and follow the instructions to obtain your **QWEST COMMUNICATIONS INTERNATIONAL INC.** records and to create an electronic voting instruction form. **1801 CALIFORNIA STREET, 51ST FLOOR ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS DENVER, CO 80202** If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years. **VOTE BY PHONE** — **1-800-690-6903** Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time on August 23, 2010 for shares held by registered holders and ESPP participants; or 11:59 p.m. Eastern Time on August 21, 2010 for shares held in Qwest 401(k) plan. Have your proxy card in hand when you call and then follow the instructions. **VOTE BY MAIL** Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717. **TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:** M26183-S66077 KEEP THIS PORTION FOR YOUR RECORDS **THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED. DETACH AND RETURN THIS PORTION ONLY QWEST COMMUNICATIONS INTERNATIONAL INC. The Board of Directors recommends you vote FOR proposals 1 and 2. For Against Abstain** 1. To adopt the Agreement and Plan of Merger, dated as of April 21, 2010, among CenturyLink, Inc., SB44 Acquisition Company **0 0 0** (a wholly owned subsidiary of CenturyLink) and Qwest Communications International Inc., pursuant to which SB44 Acquisition Company will be merged with and into Qwest and each outstanding share of common stock of Qwest will be converted into the right to receive 0.1664 shares of common stock of CenturyLink, with cash paid in lieu of fractional shares 2. To vote upon an adjournment of the Qwest special meeting, if necessary, to solicit additional proxies if there are not sufficient **0 0 0** votes to adopt the merger agreement **NOTE:** Such other business as may properly come before the meeting or any adjournment thereof. **Yes No** Please indicate if you plan to attend this meeting. **0 0** Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name, by authorized officer. Signature [PLEASE SIGN WITHIN BOX] Date Signature (Joint Owners) Date



**Special Meeting of Stockholders
August 24, 2010, 10:00 AM, local time
Colorado Ballroom
Denver Marriott City Center
1701 California Street
Denver, CO 80202**

**For registration instructions or directions to the meeting, please call 800-567-7296
or
visit our website at investor.qwest.com/special-meeting.**

1026084 08/03/07

**QWEST COMMUNICATIONS INTERNATIONAL INC.
Special Meeting of Stockholders
August 24, 2010 10:00 AM, local time
This proxy is solicited by the Board of Directors**

The stockholder hereby appoints Edward A. Mueller and Richard M. Baer, or either of them, as proxies, each with the power to appoint his substitute, and hereby authorizes them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of common stock of QWEST COMMUNICATIONS INTERNATIONAL INC. that the stockholder is entitled to vote at the Special Meeting of Stockholders to be held at 10:00 AM, local time on August 24, 2010, at the Colorado Ballroom, Denver Marriott City Center, 1701 California Street, Denver, Colorado 80202, and any adjournment or postponement thereof.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.

Continued and to be signed on reverse side

Special Meeting of Stockholders August 24, 2010, 10:00 AM, local time Colorado Ballroom Denver Marriott City Center 1701 California Street Denver, CO 80202 For registration instructions or directions to the meeting, please call 800-567-7296 or visit our website at investor.qwest.com/special-meeting. M26184-S66077 QWEST COMMUNICATIONS INTERNATIONAL INC. Special Meeting of Stockholders August 24, 2010 10:00 AM, local time This proxy is solicited by the Board of Directors The stockholder hereby appoints Edward A. Mueller and Richard N. Baer, or either of them, as proxies, each with the power to appoint his substitute, and hereby authorizes them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of common stock of QWEST COMMUNICATIONS INTERNATIONAL INC. that the stockholder is entitled to vote at the Special Meeting of Stockholders to be held at 10:00 AM, local time on August 24, 2010, at the Colorado Ballroom, Denver Marriott City Center, 1701 California Street, Denver, Colorado 80202, and any adjournment or postponement thereof. This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations. Continued and to be signed on reverse side

QWEST-FCC-P000337.PDF

COE General Session Remarks

Introduction

- Good morning. I hope you're enjoying the weekend here in Tucson.
- Show of hands – who went on the nature walk this morning? The desert landscape is something, isn't it?
- Who slept in this morning because they had a hard time leaving the firepit last night? That's good too.
- I just want to make sure you are having fun – because this weekend is all about you.
- As I look around, I see some new faces as well as many repeat honorees. I see Qwest's sales elite.
- And as the top sales performers at Qwest, your sales efforts have played a significant role our success. Thank you for that.

CenturyLink Discussion

- The purpose of this weekend is to celebrate you and your accomplishments, but I'm sure many of you have been thinking about the exciting merger announcement.
- As I mentioned Thursday during the welcome reception I want to spend a few minutes this giving you some additional information about the merger.
- First of all this is a very good thing for our company and we should all be very excited. This merger will create a company with a national, industry leading communications company.
- I'm sure you all have a ton of questions, but I am going to start by answering some of the ones I have heard.
- **Who is CenturyLink?** CenturyLink is the fourth largest local exchange telephone company and a leading provide of high quality voice, broadband and video services to consumers and businesses in 33 states. It is headquartered out of Monroe, LA. Over the last twelve years CenturyLink has grown through key mergers and acquisitions.
- **Why would we consider this transaction?** Qwest continually looks for opportunities to grow the company. The merger with

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Qwest Communications International Inc.
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COE General Session Remarks

CenturyLink is strategic as it will put us in a better position to compete, increased scale and a stronger financial position.

- **Why is the acquisition a good thing for Qwest?** As I mentioned earlier, this merger creates an industry leading communications company. It will enhance our ability to compete through selling a wider suite of services to a larger customer base. The combined company will have double the free cash flow allowing for significant investments and greater financial flexibility.
- **Why didn't we buy CenturyLink?** Simply, CenturyLink had a better purchase position than Qwest making it and there was greater benefit to Qwest shareholders with the transaction.
- **What will the combined company look like?** The specific details on the combined company will be developed over the next year. Joint integration planning teams will be created to work through recommendations about the best way to move forward with the new organization.
- I hope that answers some of your questions and that you are feeling as excited as I am about our future. Now let's take this back to you and the role you have played in our success.

Open Video and Customer Discussion

[Show Open video]

- So let's take a minute and chat about the opening video. As the leaders in our sales force, you don't need me to tell you what that video was about – Qwest customers – and what it takes to win them over.
- As you know, we've taken our commitment to customers to the next level with our vision of Perfecting the Customer Experience. This isn't news to you – my hunch is you practice it every day.
- The video shows what and Perfecting the Customer Experience means – from the perspective of customers. The 3 word phrases capture of some of the things we heard.
- I give the people in this room a lot of credit. Based on my personal experience – and I've known a lot of terrific sales people in my career – people who excel in sales already have a sense of this.

COE General Session Remarks

- You're good at putting yourself in your customers' shoes.
- You speak their language – whether they are first time Internet users or CIOs.
- You know how to cultivate relationships – whether on a 3 minute call like those of you in Mass Markets do, or over months and even years to cultivate large business and wholesale customer relationships.
- The people in this room represent the top 3% of our sales organizations. You are the best of our best. I have a hunch that you do many of these things pretty well.
- And I know that as we share that information, you will find ways to apply it to make yourself – and our business more successful.
- There's another characteristic that I've found common among top sales people. They expect the best of themselves, and deliver it day after day.
 - Nobody knows better than you how important it is to keep yourself motivated, to stay on top of your game and to focus on the positive.
 - The better you are at doing that – the better you are at everything else.
- Many of us are fortunate enough to have people in our lives that help keep us motivated and positive. There's a good chance one of those people is sitting next to you right now.
 - If you're a guest of a Circle of Excellence winner – please stand up.
 - On behalf of the person you are sitting next to – and on behalf of Qwest – Thank you for your patience and support. We couldn't do it without you.
 - Let's give a big hand to all of our guests.
- Top sales people tend to be goal-oriented and constantly raise the bar on themselves.
 - Because if you're not moving forward – you're falling back.

COE General Session Remarks

- We need to continue to improve our performance.
- And the quality of our products and bundles and value added services will help.
- And really wanting that new car – or the house with the extra bedroom – or that dream vacation can't hurt.
- So significant others – if you want to come back to Circle of Excellence next year – keep us inspired.
- Now let's take a look at some of what we accomplished in 2009.
- The economy helped make 2009 challenging for most businesses, but Qwest managed to hold our own. The people in this room had a key role in that.
- A couple of key financials help tell that story we achieved:
 - Full year adjusted free cash flow of \$1.9 billion, up 34% from 2009.
 - Full year adjusted EBITDA of \$4.4 billion.
- We can tie that success back to each of the business units and what was accomplished there.

Mass Markets Highlights

- Mass Markets is responsible for about \$5B of Qwest's annual revenue.
- Improved the on-boarding process for HSI customers resulting in faster installations and fewer repeat service calls.
- Total net Broadband subscribers increased to nearly 3 million, with FTTN fueling much of that growth.
- We successfully migrated from Sprint and kept most of our customers through the process.
- Our Small Business group weathered the strained economic conditions and have managed to change the trajectory. In

COE General Session Remarks

the first three months of this year they have held revenue flat – the last time this happened was mid-2007.

- And let me tell you something about the people in this room. The 2009 Circle of Excellence winners from Mass Markets – there are 113 of you, generated more than \$34M in revenue.

Wholesale Highlights

- Wholesale is responsible for nearly \$3B of Qwest's annual revenue.
- The Wholesale segment income, which we get from taking revenue and subtracting the expenses. Well, the Wholesale segment income margin percentage improved.
- In 2009, data/ IP growth continues to provide a greater revenue percentage for Wholesale, bringing with it higher margins and multi-year contracts.
- Then there is the explosion of activity in the wireless world – handheld devices like iPhones demand bandwidth and the cell companies can't keep up. The solution for increasing the bandwidth to the cell towers is Fiber to the Cell
- And as we move into 2010, Wholesale great momentum going with Fiber to the Cell (FTTC) migration.
 - Contracts to migrate about 4,000 cell sites.
- The 7 Wholesale Circle of Excellence winners are responsible for more than \$116M in revenue in 2009 – which is 12% of the total billed revenue for the team.

BMG Highlights

- BMG brings in about \$4B of Qwest's annual revenue.
- Strategic revenue growth was driven by 24% growth in IP services.
- The segment income, again that is subtracting the expenses from the revenue...the segment income contribution from BMG increased 3% year over year.

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- We continued customer retention improvements including decreasing time for installs and increasing customer response time.
- And the Circle of Excellence winners from BMG – 72 of you – generated \$250 M in new revenue in 2009. That represents about 46% of all new revenue that BMG brought in last year.
- Now, when we put it that way, I hope you can see how each of you contributed to Qwest's success in 2009.
 - Give yourselves a hand. You deserve it.
 - That's why we have this event – to celebrate your contributions – and provide a little incentive for you to head back to the office and do it all over again.

Speaker Transition

- Now I am delighted to introduce our motivational speaker.
- Introduction of Lisa Ford, author of How to Give Exceptional Customer Service, the No. 1 selling business videotape series.
- Lisa knows how to create ways to see Qwest's products and services through our customers' eyes and how to use this viewpoint to exceed our customers' expectations.

[Transition to introduce Lisa Ford]

- Thank you, Lisa. You've captured what **Perfecting the Customer Experience** means at Qwest and given us some great tools to use.

Location Introduction

- There's always a lot of anticipation about next year's COE location. And historically – now is the time we share that information.
- Every year we survey you to find out what we can do to improve this event. We asked, you responded. So based on your feedback are changing the program in 2010.

COE General Session Remarks

- As you suggested we will be customizing the events for your groups. Starting next year, Mass Markets will have its own celebration, and Business Markets and Wholesale will share a celebration.
- I think you'll be excited about the destinations – which you will hear more about in your business unit meetings.

Closing Thoughts

- You are the top sales performers at Qwest and we need you to keep doing what you do best – and that is to bring in revenue and to perfect the customer experience. You play a significant role in our success.
- The upcoming merger and all it has to offer the company is exciting, but we need to stay focused on our objectives of revenue, retention and ARPU.
- It is important to remember that until the transaction closes in twelve months CenturyLink and Qwest are separate, independent companies. It is critical that we all remain focused on achieving our goals and serving our customers with the same passion and dedication they have come to expect from us.
- Thank you all! Enjoy the day.

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A Message from Bob Tregemba

Network Team:

By now you've heard that CenturyLink and Qwest announced a definitive agreement to merge, forming a national, industry-leading communications company. I hope you've had a chance to read Ed Mueller's letter, as well as the questions and answers attached to his e-mail this morning. I am excited about today's announcement and I wanted to take some time to share my perspective with you.

As you know, we are competing in a rapidly evolving telecommunications industry, and this transaction represents a great opportunity for Qwest, and for its customers, shareholders, employees and the communities we serve. Together, with a more diverse mix of offerings, increased scale and stronger product portfolio, the new company will be able to reach more customers with a broad range of solutions.

More specifically, the combination will:

- Create a company with greater financial strength and flexibility;
- Expand our local-service reach to 37 states and provide potential synergies and savings in terms of on- and off-ramps for traffic carried on our national network;
- Enhance our ability to deploy innovative IP products and high-bandwidth services to business customers, expand broadband availability and speed to consumers, and offer superior, differentiated video products; and
- Create a combined customer base that will have over \$6 billion of revenue from business and government customers, along with having 5 million consumer broadband customers and 17 million access lines.

I know many of you will have questions about what the future holds for you. We are very early in the acquisition process. The companies will be integrated to optimize services, efficiency and shareholder returns, although work is yet to be done on how to integrate Qwest and CenturyLink's Network organizations. We will form a joint integration team comprised of representatives from both companies to make recommendations as how to best organize the new company.

Integration of network assets, from plant to people, is core to the success of any merger or acquisition, and from the beginning CenturyLink has recognized the compelling opportunity that provides. CenturyLink's nationwide fiber network, combined with Qwest's industry-leading national fiber-optic network, which will link both companies' local-service networks, gives the new company more scale and flexibility.

There is a need to engineer, construct, maintain and monitor both Qwest's local and long-haul networks, and to install, repair and support residential, small business, enterprise, government and wholesale customers - now, and following approval of the merger.

It is crucial that we continue to perform efficiently, invest strategically, reduce costs where we can, and strive with every interaction to Perfect the Customer Experience. The Network team played a significant role in Qwest's 2009 success, and we can and will continue to strengthen Qwest's position for the future.

I will do my best to keep you informed as the transaction proceeds and decisions are made. At this point, I can tell you that we expect to complete the transaction in the first half of 2011. If you

have any questions in the meantime, please feel free to let me know and I will do my best to address them.

Sincerely,

Bob Tregemba
Executive Vice President
Network Operations

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